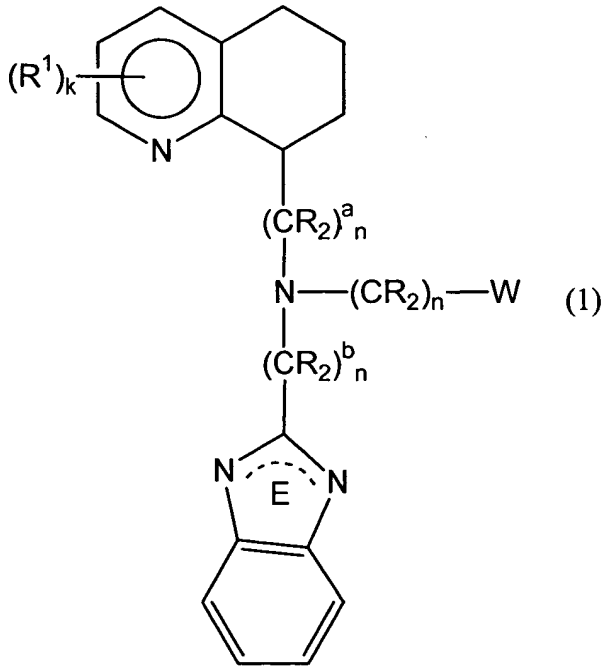
AMENDMENTS TO THE CLAIMS

1. (currently amended) A compound of the formula



(1)

and the salts ~~and prodrug forms~~ thereof

wherein

R^1 is ~~a non-interfering substituent~~ selected from halo, substituted or unsubstituted alkyl, substituted or unsubstituted hydroxyl, substituted or unsubstituted amino, substituted or unsubstituted thiol, and substituted or unsubstituted acyl;

k is 0-3;

each n is independently 0 or1;

each R is independently H or alkyl (1-6C);

W is pyridyl, oxazolyl, or imidazolyl; wherein W is optionally substituted with Y_j;

j is 0-3;

each Y is independently a non-interfering substituent selected from the group consisting of halo, OR; SH; SO; SO_2;

optionally substituted phenyl;

- $(CR_2)_mOR$;
- $(CR_2)_mCOR$;
- $(CR_2)_mCOOR$;
- $(CR_2)_mN{=}CH{-}NR_2$;
- $(CR_2)_mCN$;
- $(CR_2)_mNR^5{}_2$;
- $(CR_2)_mNR(CR_2)_mNRR^4$;
- $(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR^5{}_2$;
- $(CR_2)_mCO(CR_2)_mNR^5{}_2$;
- $(CR_2)_mCO(CR_2)_mNR(CR_2)_mNRR^4$;
- $(CR_2)_mCO(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR^5{}_2$;
- $(CR_2)_mNRCO(CR_2)_mNRR^4$;
- $(CR_2)_mNRCO(CR_2)_mNR(CR_2)_mNR^5{}_2$;
- $(CR_2)_mNRCO(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR^5{}_2$;
- $(CR_2)_mNROH$;
- $(CR_2)_mCONROH$;
- $(CR_2)_mCR{=}NOH$;
- $(CR_2)_m$ guanidino;
- $(CR_2)_mCONHNHR$; and
- $(CR_2)_m$ amidino;

wherein R is H or alkyl (1-6C), each m is independently 0-4, and each R^4 and each R^5 is independently H, alkyl (1-6C), alkenyl (1-6C), alkynyl (1-6C), or acyl (1-6C), each optionally substituted by one or more nonaromatic, nonheterocyclic substituent(s) and a indicates the linker between Ring A and N and b indicates the linker between ring E and the N.

2. (original) The compound of claim 1, wherein E comprises a pi bond coupled to one N.

3. (canceled)

4. (original) The compound of claim 1, wherein k is 0-1.

5. (canceled)

6. (original) The compound of claim 1, wherein one of $(CR_2)^a_n$ and $(CR_2)^b_n$ is CH_2 and the other is a bond.

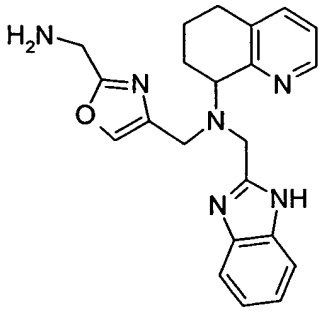
7. (original) The compound of claim 6, wherein $(CR_2)^a_n$ is a bond and $(CR_2)^b_n$ is CH_2.

8-9. (canceled)

10. (previously presented) The compound of claim 9, wherein W is optionally substituted with benzyl, halo, or $(CR_2)_m$ $-NH_2$ where m = 0-1.

11-14. (canceled)

15. (previously presented) The compound of claim 1, wherein said compound is selected from the group consisting of



;

(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-[(1-benzyl-2-aminomethyl)-imidazol-5-ylmethyl)]-amine;

6-aminomethylpyridin-3-ylmethyl-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(6-aminopyridin-3-ylmethyl)-(benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(2-aminopyridin-3-ylmethyl)-(benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-8-quinolinyl)-amine;

(6-amino-pyridin-2-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(4-amino-pyridin-3-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-(imidazol-2-yl)-methylamine;

4-{[(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amino]-methyl}-2,6-dichloropyridine;

pyridin-2-ylmethyl-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(1H-benzimidazol-2-ylmethyl)-pyridin-4-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(1H-benzimidazol-2-ylmethyl)-pyridin-3-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

or a salt thereof.

16. (previously presented) A pharmaceutical composition for modulating chemokine receptor activity comprising a therapeutically effective amount of the compound of claim 1.

17. (original) The pharmaceutical composition of claim 16, wherein $(CR_2)^a_n$ is a bond and $(CR_2)^b_n$ is CH_2.

18. (canceled)

19. (previously presented) The pharmaceutical composition of claim 16, wherein ring E comprises a pi bond coupled to one N.

20. (original) A pharmaceutical composition for modulating chemokine receptor activity comprising a therapeutically effective amount of the compound of claim 15.

21. (withdrawn) A method to treat HIV or FIV, comprising administering to a subject in need of such treatment an effective amount of the compound of any of claim 1, or a pharmaceutical composition thereof.

22. (previously presented) The pharmaceutical composition of claim 16, wherein k is 0-1.

23. (previously presented) The pharmaceutical composition of claim 20, wherein said chemokine receptor is CXCR4 or CCR5.

24. (previously presented) A method for modulating chemokine receptor activity, comprising administering to a subject in need thereof an effective amount of the compound of claim 1, or a pharmaceutical composition thereof.

25. (previously presented) The method of claim 24, wherein said chemokine receptor is CXCR4 or CCR5.

26. (previously presented) The method of claim 24, wherein said subject has HIV or FIV.